

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.  
The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D****Notice of Exempt Offering of Securities****OMB APPROVAL**

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001538213](#)

Name of Issuer

[Vectra AI, Inc.](#)Jurisdiction of  
Incorporation/Organization[DELAWARE](#)

Year of Incorporation/Organization

☒

Over Five Years Ago

☐

Within Last Five Years (Specify Year)

☐

Yet to Be Formed

Previous  
Names☐

None

[Vectra Networks, Inc.](#)[TraceVector, Inc.](#)[TraceVector LLC](#)

Entity Type

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

[Vectra AI, Inc.](#)

Street Address 1

[560 SOUTH WINCHESTER BLVD](#)

Street Address 2

[SUITE 200](#)

City

[SAN JOSE](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[95128](#)

Phone Number of Issuer

[408 326 2020](#)**3. Related Persons**

Last Name

[Giancarlo](#)

First Name

[Charles](#)

Middle Name

Street Address 1

[c/o Vectra AI, Inc.](#)

Street Address 2

[560 S Winchester Blvd, Ste 200](#)

City

[San Jose](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[95128](#)Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

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Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Sheth	Hitesh	
Street Address 1	Street Address 2	
560 S Winchester Blvd, Ste 200		
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95128
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Dillon	Kevin	
Street Address 1	Street Address 2	
c/o Vectra AI, Inc.	560 S Winchester Blvd, Ste 200	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95128
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Messina	James	A.
Street Address 1	Street Address 2	
c/o Vectra Networks, Inc.	560 S Winchester Blvd, Ste 200	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95128
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Wolford	Eric	
Street Address 1	Street Address 2	
c/o Vectra AI, Inc.	560 S Winchester Blvd, Ste 200	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95128
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
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Armstrong

Bruce

Street Address 1

Street Address 2

c/o Vectra AI, Inc.

560 S Winchester Blvd, Ste 200

City

State/Province/Country

ZIP/PostalCode

San Jose

CALIFORNIA

95128

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

McAdam

Tim

Street Address 1

Street Address 2

c/o Vectra AI, Inc.

560 S Winchester Blvd, Ste 200

City

State/Province/Country

ZIP/PostalCode

San Jose

CALIFORNIA

95128

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Howie

Shohet

Street Address 1

Street Address 2

560 S Winchester Blvd, Ste 200

City

State/Province/Country

ZIP/PostalCode

San Jose

CALIFORNIA

95128

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

**4. Industry Group**☐

Agriculture

Health Care

☐

Retailing

Banking &amp; Financial Services

☐ Biotechnology☐

Restaurants

☐

Commercial Banking

☐ Health Insurance☐

Insurance

☐ Hospitals & Physicians☐

Investing

☐ Pharmaceuticals☐

Investment Banking

☐ Other Health Care☐

Pooled Investment Fund

☐

Manufacturing

☒ Other Technology

Is the issuer registered as an investment company under the Investment Company Act of 1940?

☐

Real Estate

Travel

☐ Yes☐ No☐

Commercial

☐

Airlines &amp; Airports

☐ Lodging & Conventions☐

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction      | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services                  | <input type="checkbox"/> REITS & Finance   | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Energy                             | <input type="checkbox"/> Residential       | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Coal Mining                        | <input type="checkbox"/> Other Real Estate |  |
| <input type="checkbox"/> Electric Utilities                 |  |  |
| <input type="checkbox"/> Energy Conservation                |  |  |
| <input type="checkbox"/> Environmental Services             |  |  |
| <input type="checkbox"/> Oil & Gas                          |  |  |
| <input type="checkbox"/> Other Energy                       |  |  |

**5. Issuer Size**

- | Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b)                  | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c)                             | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5)          | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

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**7. Type of Filing**

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☒ New Notice Date of First Sale 2021-04-27 ☐ First Sale Yet to Occur  
☐ Amendment

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**8. Duration of Offering**

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Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

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**9. Type(s) of Securities Offered (select all that apply)**

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<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

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**10. Business Combination Transaction**

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

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**11. Minimum Investment**

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Minimum investment accepted from any outside investor \$0 USD

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**12. Sales Compensation**

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Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

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**13. Offering and Sales Amounts**

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Total Offering Amount \$130,000,000 USD or ☐ Indefinite  
Total Amount Sold \$106,199,969 USD  
Total Remaining to be Sold \$23,800,031 USD or ☐ Indefinite

Clarification of Response (if Necessary):

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**14. Investors**

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☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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**15. Sales Commissions & Finder's Fees Expenses**

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Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

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**16. Use of Proceeds**

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Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

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**Signature and Submission**

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**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal

place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Vectra AI, Inc.	/s/ Howie Shohet	Howie Shohet	Chief Financial Officer	2021-05-11

*Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.